

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.)	
and LAW DEBENTURE TRUST COMPANY)	
OF NEW YORK,)	
)	
Plaintiffs,)	
)	
v.)	Civil Action No. 04-1494-JJF
)	(RE: D.I. 194)
NORTHWESTERN CORPORATION,)	
)	
Defendant.)	
)	
MAGTEN ASSET MANAGEMENT CORP.,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 05-499-JJF
)	RE: D.I. 229)
MIKE J. HANSON and ERNIE J. KINDT.)	
)	
Defendants.)	

PLAINTIFFS' MOTION FOR LEAVE TO FILE SURREPLY

Plaintiffs Magten Asset Management Corporation and the Law Debenture Trust Company of New York, by and through their undersigned counsel, hereby move for leave to file a brief surreply to the Affidavit of Joseph D. Pizzurro, filed on May 24, 2007 [D.I. 194 in Case No. 04-1494; and D.I. 229 in Case No. 05-499], in the form attached at Exhibit A. The surreply is necessary to address certain factual arguments raised for the first time by Mr. Pizzurro's Affidavit. Plaintiffs hereby waive their right to file an opening brief or memorandum of law in support of this Motion, but reserve their right to file a reply brief if any opposition brief is filed by NorthWestern.

Dated: May 25, 2007

Respectfully submitted,

BLANK ROME LLP

/s/ Dale R. Dubé

Dale R. Dubé (DE No. 2863)
David W. Carickhoff (DE No. 3715)
1201 Market Street, Suite 800
Wilmington, DE 19801
Telephone: (302) 425-6400
Facsimile: (302) 425-6464

- and -

**FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP**

Bonnie Steingart
Gary L. Kaplan
John W. Brewer
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000

*Counsel for Plaintiff, Magten Asset
Management Corporation*

SMITH, KATZENSTEIN & FURLOW, LLP

/s/ Kathleen M. Miller

Kathleen M. Miller (DE No. 2898)
800 Delaware Avenue, 7th Floor
P.O. Box 410
Wilmington, DE 19899
Telephone: (302) 652-8400
Facsimile: (302) 652-8405

-and-

NIXON PEABODY LLP

John V. Snellings
Amanda Darwin
100 Summer Street
Boston, MA 02110
Telephone: (617) 345-1201
Facsimile: (866) 947-1732

*Counsel for Plaintiff, Law Debenture Trust
Company of New York*

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of May, 2007, I served by hand delivery and electronic filing the PLAINTIFFS' MOTION FOR LEAVE TO FILE SURREPLY, using CM/ECF which will send notification of such filing(s) to the following:

Victoria Watson Counihan, Esquire
Dennis A. Meloro, Esquire
Greenberg Traurig LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801

Denise Seastone Kraft, Esquire
Edwards Angell Palmer & Dodge LLP
919 North Market Street, 15th Floor
Wilmington, DE 19801

I certify that, on this 25th day of May, 2007, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

Stanley T. Kaleczyc, Esquire
Kimberly A. Beatty, Esquire
Browning, Kaleczyc, Berry & Hoven, P.C.
139 North Last Chance Gulch
P.O. Box 1697
Helena, Mt 59624

Steven J. Reisman, Esquire
Joseph D. Pizzurro, Esquire
Nancy E. Delaney, Esquire
Miriam K. Harwood, Esquire
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, New York 10178-0061

I certify that, on this 25th day of May, 2007, I served the aforementioned document, by hand delivery upon the Special Master, as follows:

John E. James, Esquire
Potter Anderson & Corroon LLP
1313 N. Market Street
P.O. Box 951
Wilmington, DE 19899-0951

Dale R. Dubé

Dale R. Dubé (No. 2863)